

RECORDATION NO. 25998-A FILED

DEC 01 '05 1:13 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

December 1, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease Agreement, dated as of November 30, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease being filed concurrently with the Board under Recordation Number _____.

The names and addresses of the parties to the enclosed document are:

Assignor: The Andersons, Inc.
480 West Dussel Drive
Maumee, OH 43537

Assignee: Bank of the West
201 North Civic Drive
Suite 360B
Walnut Creek, CA 94596

A description of the railroad equipment covered by the enclosed documents is:

50 covered hopper cars within the series AEX 10491- AEX 10548 as more particularly set forth in the equipment schedule attached to the document.

Mr. Vernon A. Williams
December 1, 2005
Page Two

A short summary of the document to appear in the index is:

Memorandum of Assignment of Lease Agreement

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

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MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

This MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT ("Assignment") is made and entered into as of November 30, 2005, by and between The Andersons, Inc. ("Assignor") and Bank of the West ("Assignee").

WHEREAS, The Andersons, Inc., as Lessor, and Bunge North America, Inc., as Lessee, have heretofore entered into that certain Full Service Lease Agreement #200101-BNA dated April 2, 2002 and made effective as of September 21, 2001, and Rider #200101-BNAR15 Deal #R00778 made as of August 25, 2005 (collectively, the "Lease") pertaining to the rail cars described therein ("Equipment"). Evidence of the Lease has been recorded with the Surface Transportation Board pursuant to 49 U.S.C. §11301 simultaneously with this Assignment and assigned recordation number _____.

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest of Assignor in, to and under the Lease; and Assignee accepts such assignment.

This Assignment may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same assignment.

[Signature Pages to Follow]

IN WITNESS WHEREOF, the parties have executed or caused this Assignment to be executed as of the day and year first written above.

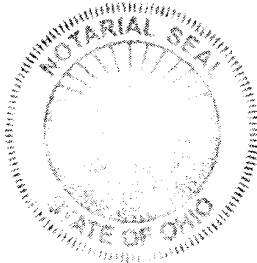
ASSIGNOR: THE ANDERSONS, INC.

By: Gary Smith
Gary Smith
Vice President, Finance and Treasurer

STATE OF OHIO)
COUNTY OF LUCAS) ss:

Before me, a Notary Public, in and for said county and state, personally appeared Gary Smith, Vice President, Finance and Treasurer of The Andersons, Inc., and he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its board of directors and that the same is the free act and deed of said officer and of said corporation.

29 In Testimony Whereof, I have hereunto set my hand and official seal at Maumee, Ohio, this day of Nov., 2005.



Judy A. Baldwin
Notary Public
My commission expires 2/01/2010

JUDY A. BALDWIN
Notary Public, State of Ohio
Commission Expires 2/01/2010

Signature Page to Memorandum of Assignment of Lease

ASSIGNEE: BANK OF THE WEST

By:

Peter Coffee

Name:

PETER COFFEE
VICE PRESIDENT

Title:

STATE OF CALIFORNIA)

COUNTY OF CENTRA COSTA)

ss:

Before me, a Notary Public, in and for said county and state, personally appeared PETER COFFEE, the VICE PRESIDENT of BANK OF THE WEST, an INC. corporation, who acknowledged that he/she being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its Board of Directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at WALNUT CREEK, CA this 30 day of NOVEMBER, 2005.

Patricia A. Gleisten

Notary Public

My Commission Expires: Nov. 30, 2007

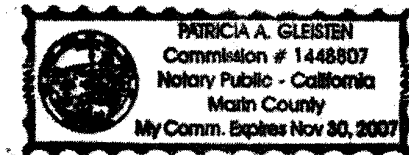


Exhibit A

Bunge North America, Inc.
50 covered hopper cars
200101-BNAR15
Deal #R00778

1	AEX	10491	26	AEX	10518
2	AEX	10492	27	AEX	10519
3	AEX	10493	28	AEX	10520
4	AEX	10494	29	AEX	10522
5	AEX	10495	30	AEX	10523
6	AEX	10496	31	AEX	10524
7	AEX	10497	32	AEX	10525
8	AEX	10498	33	AEX	10526
9	AEX	10499	34	AEX	10527
10	AEX	10501	35	AEX	10529
11	AEX	10502	36	AEX	10530
12	AEX	10503	37	AEX	10531
13	AEX	10505	38	AEX	10533
14	AEX	10506	39	AEX	10535
15	AEX	10507	40	AEX	10536
16	AEX	10508	41	AEX	10537
17	AEX	10509	42	AEX	10538
18	AEX	10510	43	AEX	10539
19	AEX	10511	44	AEX	10540
20	AEX	10512	45	AEX	10541
21	AEX	10513	46	AEX	10544
22	AEX	10514	47	AEX	10545
23	AEX	10515	48	AEX	10546
24	AEX	10516	49	AEX	10547
25	AEX	10517	50	AEX	10548

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

12/1/05



Robert W. Alvord